UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

X Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended September 28, 1996

OR

___ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-27078

HENRY SCHEIN, INC.
(Exact name of registrant as specified in its charter)

Delaware	11-3136595
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

135 Duryea Road
Melville, New York 11747
(Address of principal executive offices)

Telephone Number (516) 843-5500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes |X| No |_|

As of November 11, 1996, there were 22,096,851 shares of the Registrant's Common Stock outstanding.

HENRY SCHEIN, INC.

INDEX

PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

HENRY SCHEIN, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	September 28, 1996	December 30, 1995
ASSETS	(unaudited)	
Current assets:		
Cash and cash equivalents	$ 48,905	$ 7,603
Accounts receivable, less reserves of $6,329 and $6,335, respectively	135,095	91,248
Inventories	105,790	96,515
Deferred income taxes	7,097	6,896
Other	24,506	19,492
Total current assets	321,393	221,754
Property and equipment, net of accumulated depreciation of $38,301 and $33,904, respectively	35,637	29,713
Goodwill and other intangibles, net of accumulated amortization of $3,100 and 1,795, respectively	50,829	24,389
Investments and other	26,157	21,011
	$ 434,016	$ 296,867
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 71,794	$ 65,105
Bank credit lines	7,946	9,325
Accruals:		
Salaries and related expenses	10,512	9,074
Premium coupon redemptions	3,323	4,474
Other	22,898	26,534
Current maturities of long-term debt	5,968	3,343
Total current liabilities	122,441	117,855
Long-term debt	24,837	30,381
Other liabilities	1,353	1,233
Total liabilities	148,631	149,469
Minority interest	4,987	4,547
Commitments and contingencies		
Stockholders' equity:		
Common stock, $.01 par value, authorized 60,000,000; issued and outstanding 22,154,455 and 18,358,673, respectively	222	183
Additional paid-in capital	250,080	123,866
Retained earnings	31,714	19,746
Treasury stock, at cost, 57,604 and 51,679 shares, respectively	(977)	(769)
Foreign currency translation adjustment	(641)	(175)
Total stockholders' equity	280,398	142,851
	$ 434,016	$ 296,867

See accompanying notes to consolidated financial statements.

HENRY SCHEIN, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three months ended		Nine months ended	
	September 28, 1996	September 30, 1995	September 28, 1996	September 30, 1995
Net sales	$ 212,529	$ 156,667	$ 592,610	$ 432,460
Cost of sales	150,585	108,577	417,787	301,948
Gross profit	61,944	48,090	174,823	130,512
Operating expenses:				
Selling, general and administrative	54,323	42,902	156,028	117,649
Special management compensation	--	--	--	15,497
Operating income (loss)	7,621	5,188	18,795	(2,634)
Other income (expense):				
Interest income	577	24	1,720	163
Interest expense	(736)	(1,646)	(3,045)	(4,327)
Other-net	101	(185)	83	(10)
Income (loss) before taxes on income, minority interest and equity in earnings of affiliates	7,563	3,381	17,553	(6,808)
Taxes on income	2,888	1,373	6,711	3,669
Minority interest in net income (loss) of subsidiaries	(1)	209	(15)	505
Equity in earnings of affiliates	614	294	1,111	580
Net income (loss)	$ 5,290	$ 2,093	$ 11,968	$ (10,402)
Net income per common share	$ .24	$ .17	$ .60	
Weighted average common and common equivalent shares outstanding	22,504	12,585	20,091	
Pro forma:				
Historical net loss				$ (10,402)
Pro forma adjustments:				
Special management compensation				15,497
Pro forma net income				$ 5,095
Pro forma net income per common share				$ .41
Pro forma weighted average common and common equivalent shares outstanding				12,319

See accompanying notes to consolidated financial statements.

HENRY SCHEIN, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine months ended September 28, 1996	Nine months ended September 30, 1995
Cash flows from operating activities:		
Net income (loss)	$ 11,968	$(10,402)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	5,685	4,173
Provision (benefit) for losses on accounts receivable	(296)	263
Benefit for deferred income taxes	(20)	(52)
Special management compensation	--	15,497
Stock issued to ESOP trust	820	--
Undistributed earnings of affiliates	(1,111)	(580)
Minority interest in net income (loss) of subsidiaries	(15)	505
Other	20	86
Changes in assets and liabilities:		
Increase in accounts receivable	(36,258)	(25,631)
(Increase) decrease in inventories	(4,553)	7,527
(Increase) decrease in other current assets	(5,189)	54
Increase (decrease) in accounts payable and accruals	(4,209)	3,491
Net cash used in operating activities	(33,158)	(5,069)
Cash flows from investing activities:		
Capital expenditures	(8,565)	(5,327)
Business acquisitions, net of cash acquired	(30,635)	(11,129)
Other	(3,042)	(4,553)
Net cash used in investing activities	(42,242)	(21,009)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	1,340	1,294
Principal payments on long-term debt	(3,937)	(1,369)
Proceeds from issuance of stock	124,070	--
Proceeds from borrowings from banks	4,606	26,603
Payments on borrowings from banks	(8,879)	--
Purchase of treasury stock	(208)	--
Other	(290)	487
Net cash provided by financing activities	116,702	27,015
Net increase in cash and cash equivalents	41,302	937
Cash and cash equivalents, beginning of period	7,603	4,450
Cash and cash equivalents, end of period	$ 48,905	$ 5,387

See accompanying notes to consolidated financial statements.

HENRY SCHEIN, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share data)
(unaudited)

Note 1. Basis of Presentation

The consolidated financial statements include the accounts of Henry Schein, Inc. and its wholly-owned and majority-owned subsidiaries (collectively, the "Company").

In the opinion of the Company's management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the information set forth therein. These consolidated financial statements are condensed and therefore do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 30, 1995. The Company follows the same accounting policies in preparation of interim reports. The results of operations for the nine months ended September 28, 1996 are not necessarily indicative of the results to be expected for the fiscal year ending December 28, 1996.

Note 2. Business Acquisitions

During 1995, the Company acquired fourteen healthcare distribution businesses including, on July 7, 1995, the distribution business of The Veratex Corporation ("Veratex"), a national direct marketer of medical, dental and veterinary products. Veratex had net sales of approximately $19,853 for the six months ended July 1, 1995.

The 1995 acquisitions, except as set forth below, were accounted for using the purchase method of accounting. One acquisition was from an affiliate and has been accounted for using the purchase method of accounting, with carry-over of predecessor basis with respect to the affiliate's proportionate share of net assets. Operations of these businesses have been included in the consolidated financial statements from their respective acquisition dates.

The Company has completed ten acquisitions during the nine months ended September 28, 1996. These acquisitions included three medical supply distributors, five domestic dental supply distributors and two international dental supply distributors. These acquisitions were accounted for using the purchase method of accounting and had net sales for the nine months ended September 30, 1995 of approximately $67,000. The total amount of cash paid and the value of the shares of common stock issued in connection with the 1996 acquisitions was approximately $30,635 and $1,363, respectively. No single acquisition was material.

The excess of the acquisition costs over the fair value of identifiable net assets acquired will be amortized on a straight-line basis over a period not to exceed 30 years.

(in thousands, except share data)

Note 2. Business Acquisitions (cont'd)

The summarized unaudited pro forma results of operations set forth below for the nine months ended September 28, 1996 and September 30, 1995 assume the acquisitions occurred as of the beginning of each of these periods.

	Nine Months Ended	
	September 28, 1996	September 30, 1995
Net sales	$640,573	$ 532,230
Net income (loss)	12,327	(9,122)
Pro forma net income, reflecting adjustment for special management compensation	--	6,375
Pro forma net income per common share	0.61	0.52

Pro forma net income per common share, including acquisitions, may not be indicative of actual results, primarily because the pro forma earnings include historical results of operations of acquired entities and do not reflect any cost savings that may result from the Company's integration efforts.

Note 3. Public Offering

On June 21, 1996, the Company sold 3,734,375 shares and certain of its stockholders sold 2,812,000 shares of Common Stock of the Company in a public offering (the "Offering") at a price to the public of $35.00 per share, netting proceeds to the Company, after underwriting discounts and expenses, of approximately $124,070. Proceeds from the Offering were used to (i) repay $34,600 outstanding under the Company's revolving credit agreement, (ii) finance 1996 acquisitions totaling $30,635 and (iii) repay a $2.4 million note payable incurred in connection with a 1995 acquisition; the remaining proceeds have been and will continue to be used for working capital needs and for general corporate purposes, including financing possible additional acquisitions.

Note 4. Supplemental Net Income per Share

Supplemental net income per share for the nine months ended September 28, 1996 was $0.60. For this calculation, the weighted average number of common shares includes the shares assumed to provide the proceeds, at the Offering price (see Note 3), needed to retire average revolving credit borrowing and other debt for the period from the beginning of the year (or the date the debt was incurred) to the respective retirement date. The supplemental net income excludes financing and interest expenses of the debt.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Three Months Ended September 28, 1996 compared to
Three Months Ended September 30 ,1995

Net sales increased $55.8 million, or 35.6%, to $212.5 million for the three months ended September 28, 1996 from $156.7 million for the three months ended September 30, 1995. The Company estimates that approximately 19.1% of the net sales growth was due to internal growth, while the remaining 16.5% was due to acquisitions. Of the $55.8 million increase, approximately $25.5 million represented a 30.0% increase in the Company's dental business, $20.9 million represented a 63.0% increase in its medical business, $8.7 million represented a 33.9% increase in its international business, and $1.4 million represented a 17.7% increase in the Company's veterinary business. Technology net sales decreased $0.7 million, or 14.3%. The increase in dental net sales was primarily the result of the effectiveness of the Company's integrated sales and marketing approach (which coordinates the efforts of its field sales consultants with its direct marketing and telesales personnel), acquisitions, continued success in the Company's target marketing programs and increased sales in the large dental equipment market, which was favorably effected by the Company's introduction of its new Empire line of Schein Brand equipment. The increase in medical net sales was primarily due to acquisitions, increased net sales to renal dialysis centers and net sales to customers enrolled in the AMA Purchase Link program. In the international market, 22.6% of the increase in net sales was due to acquisitions, with the balance attributable to increased unit volume growth. In the veterinary market, the increase in net sales was primarily due to increased account penetration. In the technology market, the enhancement to the Company's Easy Dental(R) for Windows product, which was scheduled to be released in September, is expected to be released in the fourth quarter of this year. Had the enhancement been released in September, the Company believes the technology sales would have been comparable with 1995 net sales for the same period. The Company believes that for the balance of 1996, technology net sales will be below the 1995 net sales level.

Gross profit increased by $13.8 million, or 28.7%, to $61.9 million for the three months ended September 28, 1996 from $48.1 million for the three months ended September 30, 1995, while gross profit margin decreased to 29.1% from 30.7%. The $13.8 million increase in gross profit was primarily due to increased sales volume and acquisitions. The decrease in gross profit margin was primary due to lower technology sales as a percentage of total net sales and other sales mix changes.

Selling, general and administrative expenses increased by $11.4 million, or 26.6%, to $54.3 million for the three months ended September 28, 1996 from $42.9 million for the three months ended September 30, 1995. Selling and shipping expenses increased by $10.1 million, or 35.9%, to $38.2 million for the three months ended September 28, 1996 from $28.1 million for the three months ended September 30, 1995. As a percentage of net sales, selling and shipping expenses increased 0.1% to 18.0% for the three months ended September 28, 1996 from 17.9% for the three months ended September 30, 1995. General and administrative expenses increased $1.3 million, or 8.8%, to $16.1 million for the three months ended September 28, 1996 from $14.8 million for the three months ended September 30, 1995, primarily as a result of acquisitions. As a percentage of net sales, general and administrative expenses decreased 1.8% to 7.6% for the three months ended September 28, 1996 from 9.4% for the three months ended September 30, 1995 due primarily to the relatively fixed nature of general and administrative expenses when compared to the 35.6% increase in net sales volume for the same period and the Company's ability to leverage its core infrastructure.

Other income (expense) decreased by $1.7 million, or 94.4%, to $0.1 million for the three months ended September 28, 1996 from $1.8 million for the three months ended September 30, 1995. This decrease was primarily due to a decrease in average borrowings, which were partially paid off with proceeds from the Company's initial public offering in November 1995 and its follow-on offering in June 1996, as well as an increase in interest income on short-term investments.

Equity in earnings of affiliates increased by $0.3 million, or 100.0%, to $0.6 million for the three months ended September 28, 1996 from $0.3 million for the three months ended September 30, 1995. This increase was primarily due to two acquisitions which occurred during the fourth quarter of 1995.

For the three months ended September 28, 1996, the Company's provision for taxes was $2.9 million, while pre-tax income was $7.6 million, resulting in an effective tax rate of 38.2%. The difference between the effective tax rate and the Federal statutory rate is primarily the result of state income taxes. For the three months ended September 30, 1995, the Company's provision for taxes was $1.4 million, while pre-tax income was $3.4 million resulting in an effective tax rate of 41.2%. The difference between the 1995 effective tax rate and the Federal statutory rate relates primarily to state income taxes and non-deductible net losses of certain foreign subsidiaries which, at that time, were not included in the Company's consolidated tax return.

Nine Months Ended September 28, 1996 compared to
Nine Months Ended September 30, 1995

Net sales increased $160.1 million, or 37.0%, to $592.6 million for the nine months ended September 28, 1996 from $432.5 million for the nine months ended September 30, 1995. The Company estimates that approximately 20.2% of the net sales growth represented internal growth, while the remaining 16.8% was due to acquisitions. Of the $160.1 million increase, approximately $80.6 million represented a 35.0% increase in the Company's dental business, $47.3 million represented 53.6% increase in its medical business, $27.7 million represented a 36.3% increase in its international business and $4.9 million represented a 22.4% increase in the Company's veterinary business. Technology net sales decreased $0.4 million, or 2.5%. The increase in the dental net sales was primarily the result of the effectiveness of the Company's integrated sales and marketing approach (which coordinates the efforts of its field sales consultants with its direct marketing and telesales personnel), acquisitions and increased sales in the large dental equipment market. The increase in the medical net sales was primarily due to the effects of acquisitions, increased net sales to renal dialysis centers and increased net sales to customer enrolled in the AMA Purchase Link program. In the international market, 23.4% of the increase in net sales was due to acquisitions and the balance was due to increased unit volume growth. In the veterinary market, the increase in net sales was primarily due to increased account penetration. In the technology market, the Company has experienced a lengthening of the sales cycle for migrating "DOS" customers to a Windows product, and a delay in the release of the enhancement to the Company's Easy Dental(R) for Windows product causing net sales to decrease slightly from last year's level. The Company expects to release the enhancement to the Company's Easy Dental (R) for Windows product in the fourth quarter of this year. The Company believes that for the balance of 1996, technology net sales will be below the 1995 net sales levels.

Gross profit increased by $44.3 million, or 33.9% to $174.8 million for the nine months ended September 28, 1996 from $130.5 million for the nine months ended September 30, 1995, while gross profit margin decreased to 29.5% from 30.2%. The $44.3 million increase in gross profit was primarily due to increased sales volume and acquisitions. The decrease in gross profit margin was primary due to lower technology sales as a percentage of total net sales and other sales mix changes.

Selling, general and administrative expenses increased by $38.4 million, or 32.7%, to $156.0 million for the nine months ended September 28, 1996 from $117.6 million for the nine months ended September 30, 1995. Selling and shipping expenses increased by $31.1 million, or 41.0%, to $107.0 million for the nine months ended September 28, 1996 from $75.9 million for the nine months ended September 30, 1995. As a percentage of net sales, selling and shipping expenses increased 0.6% to 18.1% for the nine months ended September 28, 1996 from 17.5% for the nine months ended September 30, 1995. The increase in selling and shipping expenses as a percentage of net sales was primarily due to an increase in the number of field sales consultants and equipment sales and service centers. General and administrative expenses increased $7.3 million, or 17.5%, to $49.0 million for the nine months ended September 28, 1996 from $41.7 million for the nine months ended September 30, 1995 primarily as a result of acquisitions. As a percentage of net sales, general and administrative expenses decreased 1.3% to 8.3% for the nine months ended September 28, 1996 from 9.6% for the nine months ended September 30, 1995 due primarily to the relatively fixed nature of general and administrative expenses when compared to the 37.0% increase in net sales volume for the same period.

Other income (expense) decreased by $3.0 million, or 71.4%, to $1.2 million for the nine months ended September 28, 1996 from $4.2 million for the nine months ended September 30, 1995. The decrease was primarily due to a decrease in average borrowings which were partially paid off with proceeds from the Company's initial public offering in November 1995 and its follow-on offering in June 1996, as well as an increase in interest income on short-term investments and the recognition of imputed interest resulting from certain customers' extended payment terms.

Equity in earnings of affiliates increased by $0.5 million to $1.1 million for the nine months ended September 28, 1996 from $0.6 million for the nine months ended September 30, 1995. This increase was primarily due to two acquisitions which occurred during the fourth quarter of 1995.

For the nine months ended September 28, 1996, the Company's provision for taxes was $6.7 million, while pre-tax income was $17.6 million, resulting in an effective tax rate of 38.1%. The difference between the effective tax rate and the Federal statutory rate is primarily a result of state income taxes. For the nine months ended September 30, 1995, the Company's provision for taxes was $3.7 million, while the pre-tax loss was $6.8 million. The difference between the tax provision and the amount that would have been recoverable by applying the statutory rate to the pre-tax loss was attributable substantially to the non-deductibility for income tax purposes of the $15.5 million appreciation in the value of the stock issued to senior management. On a pro-forma basis, pre-tax income was $8.7 million, resulting in a pro-forma effective tax rate of 42.5%. The difference between the pro-forma effective tax rate and the Federal statutory rate relates primarily to state income taxes and non-deductible net losses of certain foreign subsidiaries which were not included in the Company's consolidated tax return.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal capital requirements have been to fund (a) working capital needs resulting from increased sales, extended payment terms on various products and special inventory buying opportunities, (b) capital expenditures, and (c) acquisitions. Since sales have traditionally been strongest during the fourth quarter and special inventory buying opportunities have traditionally been most prevalent just before the end of the year, the Company's working capital requirements are generally higher from the end of the third quarter to the end of the first quarter of the following year. The Company has financed its business primarily through revolving credit facilities and stock issuances.

Net cash used in operating activities for the nine months ended September 28, 1996 of $33.2 million resulted primarily from a net increase in working capital of $50.2 million offset in part by net income, adjusted for non-cash charges relating primarily to depreciation and amortization, of $17.0 million. The increase in working capital was primarily due to (i) a $36.3 million increase in accounts receivable resulting from increased sales and extended payment terms, (ii) a $4.6 million increase in inventory, (iii) a $5.2 million increase in other current assets, and (iv) a decrease in accounts payable and other accrued expenses of $4.2 million. The Company anticipates future increases in working capital as a result of its continued sales growth.

Net cash used in investing activities for the nine months ended September 28, 1996 of $42.2 million resulted primarily from cash used to make acquisitions of $30.6 million and capital expenditures of $8.6 million. The increased amount of capital expenditures over the comparable prior year period was due to the development of new order entry and accounts receivable systems, as well as expenditures for additional operating facilities. The Company expects that it will continue to incur capital expenditures for the development of its new order entry and accounts receivable systems.

Net cash provided by financing activities for the nine months ended September 28, 1996 of $116.7 million resulted primarily from the net cash proceeds of a public offering of its common stock (completed on June 21, 1996) of $124.1 million, partially offset by net debt repayments of approximately $6.9 million.

A balloon payment of approximately $3.7 million is due on October 31, 1997 under a term loan associated with a foreign acquisition.

In addition, with respect to certain acquisitions and joint ventures, holders of minority interest in the acquired entities or ventures have the right at certain times to require the Company to acquire their interest at either fair market value or a formula price based on earnings of the entity.

The Company's cash and cash equivalents as of September 28, 1996 of $48.9 million are invested primarily in short-term tax exempt securities rated AAA by Moodys (or an equivalent rating). These investments have staggered maturity dates and have a high degree of liquidity since the securities are actively traded in public markets.

The Company entered into a $65.0 million, four-year revolving credit facility on July 5, 1995. Borrowings under the facility were $14.5 million at September 28, 1996. At September 28, 1996, this facility was unsecured. In addition, the Company's subsidiaries have revolving credit facilities that total approximately $11.1 million.

The Company believes that its cash and cash equivalents of $48.9 million as of September 28, 1996, its anticipated cash flow from operations, its ability to access public debt and equity markets, and the availability of funds under its existing credit agreements will provide it with liquidity sufficient to meet its capital needs for at least the forthcoming year.

Disclosure Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. This report contains forward-looking statements based on current expectations that could be affected by the risks and uncertainties involved in the Company's business. These risks and uncertainties include, but are not limited to, the effect of economic and market conditions, the impact of the consolidation of health care practitioners, the impact of health care reform, opportunities for acquisitions and the Company's ability to effectively integrate acquired companies, the acceptance and quality of software products, acceptance and ability to manage operations in foreign markets, possible disruptions in the Company's computer systems or telephone systems, possible increases in shipping rates or interruptions in shipping service, the level and volatility of interest rates and currency values, the impact of current or pending legislation and regulation, as well as the risks described from time to time in the Company's reports to the Securities and Exchange Commission, which include the Company's Annual Report on Form 10-K for the year ended December 30, 1995. Subsequent written or oral statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements in this Form 10-Q and those in the Company's reports previously filed with the Securities and Exchange Commission.

PART II. OTHER INFORMATION

Item 6 -- Exhibits and Reports on Form 8-K

(a) Exhibits.

11.1 - Computation of Earnings per Share
27.1 - Financial Data Schedule

(b) Reports on Form 8-K.

No reports on Form 8-K were filed during the quarter ended September 28, 1996.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

HENRY SCHEIN, INC.
(Registrant)

Dated: November 11, 1996

By: /s/ Steven Paladino
Steven Paladino
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

EXHIBIT 11.1

HENRY SCHEIN, INC. AND SUBSIDIARIES
COMPUTATION OF PRO FORMA EARNINGS PER SHARE
(unaudited)

	Three months ended		Nine months ended	
	September 28, 1996	September 30, 1995	September 28, 1996	September 30, 1995
Pro forma net income per consolidated statements of operations (in thousands)	$ 5,290	$ 2,093	$ 11,968	$ 5,095
Pro forma weighted average common shares outstanding:				
Shares outstanding at December 25, 1993	11,390,544	11,390,544	11,390,544	11,390,544
1994 issuances:				
Shares issued, in part, to extinguish liability under long-term executive incentive compensation plan	489,456	489,456	489,456	489,456
Shares issued to ESOP trust in 12/94	128,257	128,257	128,257	128,257
Stock options granted and to be granted in 1995 at an exercise price of $4.21 per share (1)	221,397	237,897	221,397	237,897
IPO Options (Class B)	408,400	--	408,400	--
1995 issuances:				
IPO Shares	5,090,000	--	5,090,000	--
Shares issued as of September 1, 1995 in	135,323			
connection with one of the Acquisitions	1,260,416	401,507	1,260,416	135,323
	18,988,470	12,647,661	18,988,470	12,381,477
Less treasury stock	(56,479)	--	(54,109)	--
	18,931,991	12,647,661	18,934,361	12,381,477
1996 issuances:				
Secondary Offering Shares	3,734,375	--	1,367,903	--
Shares issued to ESOP trust on August 9, 1996	13,568	--	4,523	--
Shares issued on July 10, 1996 in connection with one of the Acquisitions	33,109	--	11,036	--
	22,713,043	12,647,661	20,317,823	12,381,477
Less assumed repurchase of shares under treasury stock method based on an average price of $35.785 per share (2):				
Stock options -- 221,397 shares x $4.21 ------- $932,081 / $35.785	(26,047)(4)	(62,597)(3)	(28,253)(5)	(62,597)(3)
IPO options -- 408,400 shares x $16.00 -------- $6,534,400 / $35.785	(182,602)(4)	--	(198,072)(5)	--
Pro forma weighted average common shares outstanding ...	22,504,394	12,585,064	20,091,498	12,318,880
Pro forma net income per common share	$ .24	$ .17	$ .60	$ .41

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(1) Considered "cheap stock" and treated as outstanding since January 1, 1995.

(2) The treasury stock method was not used for the shares issued to settle the long-term incentive plan liability and the compensatory portion of the stock options granted because the related special compensation charges have been/will be excluded from pro forma net income and, therefore, were not assumed to be proceeds.

(3) Computed using IPO value per share of $16.00 on 237,897 stock options.

(4) Computed using the average closing value per share for the three months ended September 28, 1996.

(5) Computed using the average closing value per share for the nine months ended September 28, 1996.

The schedule contains summary financial information extracted from the
consolidated financial statements and is qualified in its entirety by reference
to such financial statements.

1,000

9-MOS
DEC-28-1996
DEC-31-1995
SEP-28-1996
48,905
0
135,095
(3,068)
105,790
321,393
73,938
(38,301)
434,016
122,441
30,805
0
0
222
280,176
434,016
592,610
592,610
417,787
417,787
156,028
554
3,045
17,553
6,711
11,968
0
0
0
11,968
0.60
0.60